

Attachment E

**Articles of Incorporation and
Certificate of Authority to Transact Business in Illinois**

Microfilm Number _____

Filed with the Department of State on _____

Entity Number _____

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 90)

COPY

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Cellular Rentals, Inc.
2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):
(a) 900 McCormick Road, Mechanicsburg, Pennsylvania 17055, Cumberland
Number and Street City State Zip County
(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: 15 Pa. C. S. § 1306
4. The date of its incorporation is: January 25, 1995
5. (Check, and if appropriate complete, one of the following):
☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
_____ The amendment shall be effective on: _____ at _____
Date Hour
6. (Check one of the following):
☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
_____ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).
7. (Check, and if appropriate complete, one of the following):
☒ The amendment adopted by the corporation, set forth in full, is as follows:

The name of the Corporation is changed to Metro Teleconnect
Companies, Inc, and the Registered Office is changed to
2150 Herr Street, Harrisburg, Pennsylvania 17103, Dauphin County

_____ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. (Check if the amendment restates the Articles):

☐ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 28th day of March, 2000.

Cellular Rentals, Inc.

(Name of Corporation)

BY: Colin T. ...

(Signature)

TITLE: President

(CHANGES)
DOCKETING STATEMENT DSCB:15-1348 (Rev 95)

BUREAU USE ONLY:

COPY

____ REVENUE ____ LABOR & INDUSTRY

____ OTHER ____

FILING FEE: NONE

FILE CODE _____

FILED DATE _____

This form (file in triplicate) and all accompanying documents shall be mailed to:
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
P.O. BOX 8722
HARRISBURG, PA 17105-8722

Part I. COMPLETE FOR EACH FILING:

Current name of entity or registrant affected by the submittal to which this statement relates: (survivor or new entity if merger or consolidation)

Cellular Rentals, Inc

Entity number, if known: 2618575 NOTE: ENTITY NUMBER is the computer index number assigned to an entity upon initial filing in the Department of State.

Incorporation/qualification date in Pa.: 01/25/95 State of Incorporation: PA

Federal Identification Number: 25-1756682

Specified effective date, if any: _____

Part II. COMPLETE FOR EACH FILING This statement is being submitted with (check proper box):

☒ Amendment: complete Section A only

____ Merger, Consolidation or Division: complete Section B, C or D

____ Consolidation: complete Section C

____ Division: complete Section D

____ Conversion: complete Section A and E only

____ Statement of Correction: complete Section A only

____ Statement of Termination: complete Section H

____ Statement of Revival: complete Section G

____ Dissolution by Shareholders or Incorporators before Commencement of Business: complete Section F only

Part III. COMPLETE IF APPROPRIATE: The delayed effective date of the accompanying submittal is:

____ month ____ day ____ year ____ hour, if any

DSCB:15-134B (Rev 95)-2

Section A. CHANGES TO BE MADE TO THE ENTITY NAMED IN Part I: (Check box/boxes which pertain)**X** Name: Metro Teleconnect Companies, Inc**X** Registered Office: 2150 Herr Street, Harrisburg, PA 17103, Dauphin County
Number & street/PO number & box number City State Zip County

Purpose: _____

Stock: aggregate number of shares authorized _____ (attach additional provisions, if any)

Term of Existence: _____

Other: _____

Section B. MERGER (Complete Section A if any changes to surviving entity):**MERGING ENTITIES ARE: (List only the merging entities-SURVIVOR IS LISTED IN PART I)**

1. Name: _____

Entity Number, if known: _____ Inc./quali. date in Pa.: _____ State of Incorporation: _____

2. Name: _____

Entity Number, if known: _____ Inc./quali. date in Pa.: _____ State of Incorporation: _____

Attach sheet containing above corporate information if there are additional merging entities.

Section C. CONSOLIDATION (NEW entity information should be completed in Part I. Also, complete and attach DOCKETING STATEMENT DSCB:15-134A for the NEW entity formed.)**CONSOLIDATING ENTITIES ARE:**

1. Name: _____

Entity Number, if known: _____ Inc./quali. date in Pa.: _____ State of Incorporation: _____

2. Name: _____

Entity Number, if known: _____ Inc./quali. date in Pa.: _____ State of Incorporation: _____

Attach sheet containing above corporate information if there are additional consolidating entities.

Section D. **DIVISION** (Forming NEW entity(s) named below. Also, complete and attach DOCKETING STATEMENT DSCB:15-134A for EACH new entity formed by division.)

1. _____
Entity Number Name

2. _____
Entity Number Name

Attach sheet if there are additional entities to be named.

CHECK ONE

____ Entity named in Part I survives. (Any changes, complete Section A)

____ Entity named in Part I does not survive.

Section E. **CONVERSION** (Complete Section A)

CHECK ONE

____ Converted from nonprofit to profit

____ Converted from profit to nonprofit

Section F. **DISSOLVED BY SHAREHOLDERS OR INCORPORATORS BEFORE COMMENCEMENT OF BUSINESS**

Section G. **STATEMENT OF REVIVAL** Entity named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired. (Complete Section A if any changes have been made to the revived entity.)

Section H. **STATEMENT OF TERMINATION**

_____ filed in the Department of State on _____ is/are hereby terminated.
(type of filing made) month day year hour, if any

If merger, consolidation or division, list all entities involved, other than that listed in Part I:

1. _____
Entity Number Name

2. _____
Entity Number Name

Attach sheet containing above information if there are additional entities involved.

Indicate type of domestic corporation (check one):

- ☐ Business-stock (15 Pa. C.S. § 1306) ☐ Professional (15 Pa. C.S. § 2903)
☐ Business-nonstock (15 Pa. C.S. § 2102) ☐ Management (15 Pa. C.S. § 2701)
☐ Business-statutory close (15 Pa. C.S. § 2304a is applicable) ☐ Cooperative (15 Pa. C.S. § 7701)

The name of the corporation is: CELLULAR RENTALS INC.

This corporation is incorporated under the provisions of the Business Corporation Law of 1988.

The (a) address of this corporation's initial registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is:

900 McCormick Road, Mechanicsburg PA 17055 Cumberland
Number and Street City State Zip County

Name of Commercial Registered Office Provider

County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The aggregate number of shares authorized is: 10,000 non-voting common
10,000 voting common (other provisions, if any, attach 8 1/2 x 11 sheet)

The name and address, including street and number, if any, of each incorporator is:

Name Address Signature Date
Charles E. Friedman, Esq. 305 N. Front Street Harrisburg, PA 17108 *[Signature]* 1/23/95

The specified effective date, if any, is: _____
month day year hour, if any

Any additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

Statutory close corporation only: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "Public Offering" within the meaning of the Securities Act of 1933 (15U.S.C. § 77A et seq.).

Business cooperative corporations only: (Complete and strike out inapplicable term) The common bond of membership among its members/shareholders is: _____

PA DEPT. OF STATE

JAN 25 1996
COMPANY, PHILADELPHIA
1-800-633-9113

CORPORATE RECORDS
OF
CELLULAR RENTALS INC.

INCORPORATED UNDER THE LAWS
OF THE
COMMONWEALTH OF PENNSYLVANIA

LAW OFFICES
OF
FRIEDMAN & HOCH, P.C.
305 N. Front Street
P.O. Box 885
Harrisburg, PA 17108-0885

B Y L A W S
O F
CELLULAR RENTALS INC.

ARTICLE I

OFFICES AND FISCAL YEAR

Section 1.01. REGISTERED OFFICE. The registered office of the corporation in Pennsylvania shall be at 900 McCormick Road, Mechanicsburg, PA 17055.

Section 1.02. OTHER OFFICE. The corporation may also have offices at such other places within or without Pennsylvania as the board of directors may from time to time appoint or the business of the corporation may require.

Section 1.03. FISCAL YEAR. The fiscal year of the corporation shall begin the 1st day of January in each year.

ARTICLE II

NOTICE - WAIVERS - MEETINGS GENERALLY

Section 2.01. MANNER OF GIVING NOTICE. Whenever written notice is required to be given to any person under the provisions of the Business Corporation Law or by the Articles or these bylaws, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by facsimile transmission, to the address or facsimile number of the person appearing on the books of the corporation, or in the case of directors, supplied by the directors to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or, in the case of facsimile, when received. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by any other provision of the Business Corporation Law, the articles or these bylaws.

Section 2.02. NOTICE OF MEETINGS OF BOARD OF DIRECTORS. Notice of a regular meeting of the board of directors need not be given. Notice of every special meeting of the board of directors shall be given to each director by telephone or in writing at least 24 hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Neither the business to be transacted

at, nor the purpose of, any regular or special meeting of the board need be specified in a notice of a meeting.

Section 2.03. NOTICE OF MEETINGS OF SHAREHOLDERS. Written notice of every meeting of the shareholders shall be given to each shareholder of record entitled to vote at the meeting at least five days prior to the day named for the meeting.

Section 2.04. WAIVER OF NOTICE.

(a) Written waiver. Whenever any written notice is required to be given under the provisions of the Business Corporation Law, the articles or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice.

(b) Waiver by attendance. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 2.05. USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT. One or more persons may participate in a meeting of the board of directors or the shareholders of the corporation by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

ARTICLE III

SHAREHOLDERS

Section 3.01. PLACE OF MEETING. All meetings of the shareholders of the corporation shall be held at the registered office of the corporation unless another place is designated by the board of directors in the notice of a meeting.

Section 3.02. ANNUAL MEETING. The annual meeting of the shareholders shall be held on the first Tuesday of February in such year, if not a legal holiday and, if a legal holiday, then on the next succeeding business day at 10:00 o'clock A.M., and at said meeting the shareholders then entitled to vote shall elect directors and shall transact such other business as may properly be brought before the meeting.

Section 3.03. SPECIAL MEETINGS.

(a) Call of special meetings. Special meetings of the shareholders may be called at any time:

(1) by the board or directors; or

(2) unless otherwise provided in the articles, by shareholders entitled to cast at least 20% of the vote that all shareholders are entitled to cast at the particular meeting.

(b) Fixing of time for meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the secretary to fix the time of the meeting which shall be held not more than 60 days after the receipt of the request. If the secretary neglects or refuses to fix a time of the meeting, the person or persons calling the meeting may do so.

Section 3.04. QUORUM AND ADJOURNMENT.

(a) General rule. A meeting of shareholders of the corporation duly called shall not be organized for the transaction of business unless a quorum is present. The presence of shareholders entitled to cast at least 51% of the votes that all shareholders are entitled to cast on a particular matter to be acted upon at the meeting shall constitute a quorum for the purposes of consideration and action on the matter.

(b) Withdrawal of a quorum. The shareholders present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

(c) Adjournment for lack of quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as provided in the Business Corporation Law, adjourn the meeting to such time and place as they may determine.

(d) Adjournments generally. Any meeting at which directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding 15 days each as the shareholders present and entitled to vote shall direct, until the directors have been elected. Any other regular or special meeting may be adjourned for such period as the shareholders present and entitled to vote shall direct.

Section 3.05. ACTION BY SHAREHOLDERS.

General rule. Except as otherwise provided in the Business Corporation Law or the articles or these bylaws,

whenever any corporate action is to be taken by vote of the shareholders of the corporation, it shall be authorized upon receiving the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon.

Section 3.06. ORGANIZATION. At every meeting of the shareholders, the President shall act as chairman of the meeting. The secretary shall record the minutes thereof.

Section 3.07. VOTING RIGHTS OF SHAREHOLDERS. Every voting shareholder of the corporation shall be entitled to one vote for every share.

Section 3.08. CONSENT OF SHAREHOLDERS IN LIEU OF MEETING. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the shareholders who would be entitled to vote at a meeting for such purpose shall be filed with the secretary of the corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. POWERS. The business and affairs of the corporation shall be managed under the direction of the board of directors.

Section 4.02. INDEMNIFICATION AND LIMITATION ON LIABILITY.

(a) The corporation shall indemnify its directors and officers to the full extent allowed by law.

(b) A director of the corporation shall not be personally liable for monetary damages for any action taken, or for any failure to take any action, as a director, unless (1) the director has breached or failed to perform the duties of his office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This bylaw shall not apply to the responsibility or liability of a director pursuant to any criminal statute or to the liability of a director for the payment of taxes pursuant to local, state or federal law. No amendment to or repeal of this bylaw shall apply to or have any effect on the personal liability for monetary damages of any director of the corporation for, or with respect to, any act or omission of such director occurring prior to such amendment or repeal.

Section 4.02. QUALIFICATION AND SELECTION OF DIRECTORS.

(a) **QUALIFICATIONS.** Each director of the corporation shall be a natural person of full age who need not be a resident of Pennsylvania.

(b) **ELECTION OF DIRECTORS.** Directors of the corporation shall be elected by the shareholders at the annual meeting, and each director shall be elected for the term of one (1) year, and until his successors shall be elected and shall qualify.

Section 4.03. NUMBER. The board of directors shall consist of such number of directors, not less than two nor more than three, as may be determined from time to time by resolution of the board of directors.

Section 4.04. VACANCIES. Vacancies in the board of directors, including vacancies resulting from an increase in the number of directors, may be filled by a majority vote of the remaining members of the board though less than a quorum, or by a sole remaining director, and each person so selected shall be a director to serve for the balance of the unexpired term, and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

Section 4.05. PLACE OF MEETINGS. Meetings of the board of directors may be held at such place within or without Pennsylvania as the board of directors may from time to time appoint or as may be designated in the notice of the meeting.

Section 4.06. ORGANIZATION OF MEETINGS. At every meeting of the board of directors, the President shall act as chairman of the meeting. The secretary shall record the minutes thereof.

Section 4.07. REGULAR MEETINGS. Regular meetings of the board of directors shall be held at such time and place as shall be designated from time to time by resolution of the board of directors.

Section 4.08. SPECIAL MEETINGS. Special meetings of the board of directors shall be held whenever called by the chairman or by two or more of the directors.

Section 4.09. QUORUM OF AND ACTION BY DIRECTORS.

(a) **General rule.** A majority of the directors in office of the corporation shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the board of directors.

(b) Action by written consent. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the directors in office is filed with the secretary of the corporation.

ARTICLE V

OFFICERS

Section 5.01. NUMBER, QUALIFICATION AND DESIGNATION. The officers of the corporation shall be a president, a secretary and a treasurer. Any number of offices may be held by the same person.

Section 5.02. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors for the unexpired portion of the term.

Section 5.03. AUTHORITY. All officers of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided by or pursuant to resolution or orders of the board of directors or in the absence of controlling provisions in the resolutions or orders of the board of directors, as may be determined by or pursuant to these bylaws.

Section 5.04. THE PRESIDENT. The president shall be the chief executive officer of the corporation and shall have general supervision over the business and operations of the corporation, subject however, to the control of the board of directors. The president shall sign, execute, and acknowledge, in the name of the corporation, contracts or other instruments authorized by the board of directors, and, in general, shall perform all duties incident to the office of president and such other duties as from time to time may be assigned by the board of directors.

Section 5.05. THE SECRETARY. The secretary or an assistant secretary shall attend all meetings of the shareholders and of the board of directors and shall record all votes of the shareholders and of the directors and the minutes of the meetings; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of directors or the president.

Section 5.06. THE TREASURER. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors or the president.

Section 5.07. SALARIES. The salaries of the officers elected by the board of directors shall be fixed from time to time by the board of directors or by such officers as may be designated by resolution of the board.

ARTICLE VI

CERTIFICATES OF STOCK, TRANSFER, ETC.

Section 6.01. SHARE CERTIFICATES. Certificates for shares of the corporation shall be in such form as approved by the board of directors, and shall state that the corporation is incorporated under the laws of Pennsylvania, the name of the person to whom issued, and the number and class of shares and the designation of the series that the certificate represents. The share register or transfer books and blank share certificates shall be kept by the secretary.

Section 6.02. ISSUANCE. The share certificates of the corporation shall be numbered and registered in the share register or transfer books of the corporation as they are issued. They shall be signed by the president or a vice president and by the secretary or an assistant secretary or the treasurer or an assistant treasurer, and shall bear the corporate seal, which may be a facsimile, engraved or printed.

Section 6.03. TRANSFER. Transfers of shares shall be made on the share register or transfer books of the corporation upon surrender of the certificate therefor, endorsed by the person named in the certificate or by an attorney lawfully constituted in writing.

Section 6.04. RECORD HOLDER OF SHARES. The corporation shall be entitled to treat the person in whose name any share or shares of the corporation stand on the books of the corporation as the absolute owner thereof, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or shares on the part of any other person.

Section 6.05. DISPOSITION OF SHARES. No shareholder shall sell or otherwise dispose of his shares of the corporation without first giving the other equity shareholders the first right to acquire such shares on the same terms and conditions in proportion to their equity ownership at that time.

ARTICLE VII

MISCELLANEOUS

Section 7.01. CHECKS. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the board of directors or any person authorized by resolution of the board of directors may from time to time designate.

Section 7.02. INTERESTED DIRECTORS OR OFFICERS; QUORUM.

(a) General rule. A contract or transaction between the corporation and one or more of its directors or officers or between the corporation and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the board of directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors and the board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum;

(2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of those shareholders; or

(3) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors or the shareholders.

(b) Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting

of the board which authorizes a contract or transaction specified in subsection (a).

Section 7.03 FINANCIAL REPORTS. Unless otherwise agreed between the corporation and a shareholder, the corporation shall furnish to its shareholders annual financial statements, including at least a balance sheet as of the end of each fiscal year and a statement of income and expenses for the fiscal year. The financial statements shall be prepared on the basis of generally accepted accounting principles, if the corporation prepares financial statements for the fiscal year on that basis for any purpose.

Section 7.04. DIVIDENDS. The board of directors shall distribute at least 70% of all excess cash flow, first in repayment of loans from stockholders or their families and then, after the entire principal balance and interest are paid in full, to the shareholders of the corporation in the form of dividends or other distributions. At the present time, David N. Hill has obligated himself to loan \$165,000.00 to the corporation. The unanimous consent of the directors will be required before the corporation is authorized to borrow additional money from any other person or entity.

Section 7.05. LIMITATION ON SALARY. The total salary to be paid to Karis Lewellen-Hazam, her spouse, and her immediate family as employees of the corporation shall be limited to \$24,000 per year without prior unanimous approval of the voting shareholders, such approval not to be unreasonably withheld.

Section 7.06. LEASES. In the event that the corporation leases or subleases space in any building owned or rented by Rent America Corporation, the corporation's rent shall be limited in amount to \$1,000.00 per month per location. Said rent shall include the cost of all utilities except telephone, which shall be paid by the corporation. The rent may be subject to increase on an annual basis by the increase in the applicable consumer price index.

Section 7.07. SCOPE OF OPERATIONS. The geographical area in which the corporation is authorized to conduct business is limited to central Pennsylvania, which is defined as all of the Commonwealth of Pennsylvania except greater Philadelphia, greater Pittsburgh and greater Erie.

Section 7.08. AMENDMENT OF BYLAWS. These bylaws may be amended or repealed, or new bylaws may be adopted, either (i) by vote of the shareholders at any duly organized annual or special meeting of shareholders, or (ii) with respect to those matters that are not by statute committed expressly to the shareholders and regardless of whether the shareholders have previously adopted or approved the bylaw being amended or repealed, by vote of a majority of the board of directors of

the corporation in office at any regular or special meeting of directors. Any change in these bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
METRO TELECONNECT COMPANIES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF PENNSYLVANIA HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 2ND
day of MARCH A.D. 2001 and of
the Independence of the United States the two
hundred and

25TH



Jesse White

Secretary of State

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

2 - 2001

**JESSE WHITE
SECRETARY OF STATE**

This space for use by
Secretary of State

Date 03/02/01
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Approved: AL 100.00

Payment must be made by:
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Metro Teleconnect Companies, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Pennsylvania

(b) Date of Incorporation: January 25, 1996

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(if none, so state)

2150 Herr Street, Harrisburg,

None

Pennsylvania 17103

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T Corporation System

First Name

Middle Name

Last Name

Registered Office c/o C T Corporation System, 208 S. La Salle Street

Number

Street

Suite #

Chicago

60604

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
See attached list of jurisdictions where now qualified.

6150-2912 Residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>See attached list of officers</u>			
Secretary	<u> </u>			
Director	<u> </u>			
Director	<u> </u>			
Director	<u> </u>			

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

To provide telecommunication services. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Pennsylvania Business Corporation Law of 1988 and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON	VOTING	No par value	10,000	20
COMMON	NON-VOTING	No par value	10,000	980

9. Paid-in Capital: \$ 1,000

238072

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 848,194.14
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 20,153,849.45
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$.5 million

11. Interrogatories: (Important— this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
Office: 2150 Herr Street, Harrisburg, Pennsylvania 17103.
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? no
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated 2/20/01 Metro Teleconnect Companies, Inc.
(Month & Day) (Year) (Exact Name of Corporation)

attested by [Signature] by Chad Hazam
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Dave Hill, Secretary

(Type or Print Name and Title)

Chad Hazam, President

(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Appendix to Illinois
Application for Certificate of Authority to Transact Business in Illinois

**Officers and Directors of
Metro Teleconnect Companies, Inc.**

- ✓ 1. Chad Hazam, President and Director
900 McCormick Road
Mechanicsburg, PA 17055
- 2. Karis Hazam, Vice-President and Director
900 McCormick Road
Mechanicsburg, PA 17055
- ✓ 3. Dave Hill, Secretary and Director
1650 Nottingham Road
Hummelstown, PA 17036

Appendix to Illinois
Application for Certificate of Authority to Transact Business in Illinois

**Jurisdictions Where Now Admitted or Qualified for
Metro Teleconnect Companies, Inc.**

States where qualified: Connecticut, Delaware, D.C., Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Puerto Rico, Rhode Island, Vermont, and West Virginia. U.S. Territories where qualified: Puerto Rico.